

WHEREAS, on or about September 26, 2007, the Debtors commenced an adversary proceeding (the “Adversary Proceeding”) by filing a complaint (the “Complaint”) to avoid and recover certain amounts (the “Transfers”) from Pontiac Coil.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the *First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified* (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interest in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, the Reorganized Debtors and Pontiac Coil entered into a settlement agreement dated February 14, 2013 (the “Settlement Agreement”) to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the Reorganized Debtors and Pontiac Coil agreed, *inter alia*, that pursuant to 11 U.S.C. §502(h), Pontiac Coil should be provided with an allowed general unsecured non-priority claim in the amount as set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and Pontiac Coil stipulate and agree as follows:

1. Pursuant to 11 U.S.C. 502(h), Pontiac Coil shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

2. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 4th day of June, 2013.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Agreed to and approved for entry by:

Dated: Detroit, Michigan
June 4, 2013

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey
Cynthia J. Haffey
150 W. Jefferson, Suite 100
Detroit, Michigan 48226
Attorneys for Reorganized Debtors

Dated: Detroit, Michigan
June 4, 2013

KERR, RUSSELL AND WEBER, PLC

By: /s/ P. Warren Hunt
James E. DeLine
P. Warren Hunt
500 Woodward Avenue, Suite 2500
Detroit, Michigan 48226
Attorneys for Pontiac Coil, Inc.